



KAMDHENU ISPAT LIMITED

CIN: L27101DL1994PLC134282

Regd. Office: L-311, Khasra No. 724, Street No. 7, Mahipalpur Extension, New Delhi-110037

Tel: 011 - 65493417, Fax: 011 - 26784596

e-mail id: investorgrievances@kamdhenuispat.com

Website: www.kamdhenuispat.com

Notice of Postal Ballot

To the Members,

Notice is hereby given in accordance with Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as 'the Rules'), as amended or restated from time to time, that the following businesses are proposed to the shareholders of Kamdhenu Ispat Limited (hereinafter referred to as 'the Company') seeking their consent by Postal Ballot which means voting by post or through e-voting process:

RESOLUTIONS:

1. CHANGE THE NAME OF THE COMPANY

To consider and if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT pursuant to section 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and re-enactment thereof for the time being in force) and rules made thereunder and subject to the approval from the Central Government, the Consent of the shareholders of Company be and is hereby accorded for the change of the name of the Company from "Kamdhenu Ispat Limited" to "Kamdhenu Limited" or any other name as approved by the Registrar of Companies/Ministry of Corporate Affairs/appropriate authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

2. ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT consequent upon implementation of the Companies Act, 2013 in place of the Companies Act, 1956 and pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the consent of the Shareholders be and is hereby accorded to adopt a new set of Articles of Association of the Company in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

3. ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 made there under and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), and Listing Agreement entered with Stock Exchange, the approval of the Shareholders of the Company be and is hereby accorded , to substitute the existing Main Object Clauses (1) to (4) of the Memorandum of Association of the Company with the following Main Object Clause as sub clause (1) to (12) of clause III (A) of the Memorandum of Association of the Company including title of the main object clause as "Objects for Which the Company has been Incorporated are";

OBJECTS FOR WHICH THE COMPANY HAS BEEN INCORPORATED ARE:

1. To carry on in India or outside India, the business of marketing, branding, outsourcing, job work conversion, acting as manufacturer, producer, consultant, commission agent, distributor, dealers, trader, stockist, sellers, buyers, importers, exporters and other works of ferrous and non-ferrous metal, alloy and non-alloy metals, iron and steel, steel castings and forgings and malleable iron and steel castings, cast iron, pig iron, brass, copper, aluminum, zinc, chromium, tin, sponge iron, nickel, special steels, metal sheets, stainless steel, lead, gold, silver, platinum and its scraps, steel alloys, steel ingots, steel and alloy steel billets, sheet, stainless steel and particularly steel, rods, bars and railings, sheets, all kinds and sizes of re-rolling sections, i.e. flats, angles, rounds plates, hexagons, octagons, rails, joints, channels, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, TMT Bars bright bars, shafting and steel structurals, perforated sheets, wires, plates, nuts, bolts, ball bearings, coils, racks, all machineries and tools, galvanized steel and its products, tubes, pipes, epoxy coated products, hardwares, Aluminum and steel doors, windows, levers and automatic door closers, galvanized buckets, automotive (trailers & vehicles), boilers, pressure vessels, containers & repair, decoration, fabrication heavy, fabrication light, automobile parts, moulds, dies, ornamental steel, cabins, pre engineered buildings, all types of pre-fabricated structures, railway & train, rebar & wire rod, scaffolding, ship building & repair, space frames, transmission towers, agricultural equipment, air conditioners, air ducts, automotive parts, baths - basins - shower trays, bearings, bins, bright shafting bars, brushes, cans, lids, crown corks, chains, cladding - roofing, cranes, cutlery, desert coolers, dished heads, doors, gates, windows, drums, barrels, all sections of non ferrous metals, wires & cables, specially of copper and aluminum alloys, electrical cables, telephone cables, optical fibre cables, lead metals and products of lead metal, electric equipment, electrodes, elevators, exhaust pipes, fasteners, screws,

bolts, nuts, rivets, gas cylinders, grilles, hardware, tools, hoses, hose clips, household appliances, kitchen sinks, kitchens, kitchenware, locks, hinges, luminaires lighting, nails, spikes, needles, ovens, burners, stoves, panel boards, switch gear, ropes, stranded wire, cables, safes, sections, shelves, displays, signage, springs, staples clips, straps, tiles for roofs and ceilings, transformers, trolleys, handcarts, valves, fittings, water coolers, water heaters, wheels, refractories of all type including high alumina and magnesite bricks, machinery,

2. To carry on business in India and outside India as steel furnaces and continuous casting, steel plant, rolling and re-rolling mill, iron and steel converters, iron and brass founders, foundry shop owners, fabricators, welders, galvanizers, metal workers, turners, forgers, grinders, steel furnaces and continuous casting, iron-masters, forgers, iron founders, steel and non-ferrous metal converters, boiler makers, metallurgists, machinists, filters, wire drawers, enamellers, painters and packing case makers, tool makers, boiler-makers, mill wrights, machinists, contractors and generally to carry on all kinds of casting and fabrication works of all types, kinds and description.
3. To carry on, manage, supervise and control in India and outside India the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether thermal power plant using coal/lignite, nuclear, steam, hydro or tidal water, wind, solar, hydrocarbon fuel or any other form, kind or description and carry on the business as consultants and advisors, to EPC contractors OEM's and such other Multinational/Indian Companies engaged in Generation of Power/Distribution of Power, supply erection and commissioning of Power plant equipments and ancillaries associated to Power station viz. Acoustics etc. Laying of new lines for transmission, supply erection and commissioning of HVAC systems/fire fighting systems/HSD storage systems and Services of critical components of Gas/Hydral Turbines, Boiler Feed Pumps either directly or acting as agent/liaison agent or as canvassing representative for reputed manufacturer, agents and distributors, for own generation, use of power, manufacturing and marketing of all types of electricity generators.
4. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, painting services, agents and other works of all kinds of paints, interior Paint, exterior Paint, decorative paint, wood surface paints, metals surface paints, Primers, Wood Stains, specialty Paints, specialty Primers, caulks and Sealants, varnishes, distempers, pigments, writing, printing and inks of all other kinds, wall primer, putty, wood Primer, all kinds of wood coatings, epoxy coatings, colorants, strainers, construction chemicals, water proofing products, adhesives, powder coatings, automotive paints, industrial paints, protective coatings, floor coatings, road markings, bio chemical products, raisin(acrylic and alkyd), chemicals, chemicals compounds (organic and inorganic) in all forms, and chemical products of any nature and kind whatsoever, packaging pails, drums, containers and raw materials used for the preparation of the above and all by-products and joint products thereof, heavy chemicals, essences, solvents, plastics of all types, intermediates, textile auxiliaries, cellophanes, colour, vat and other organic dyestuff, chemical auxiliaries, deodorants, bleaching, photographic and other preparation and articles, styrene, butadiene, ethylene, petroleum fractions and other chemical substances of all kinds, synthetics and other substances, basic intermediate or otherwise from chemical substances, acids, alkalis, dyes, dye stuff, tannin extracts.
5. To act as management consultant and render services, in India and outside India, to the company, other body corporate or association or individual or to any other party with capital, credit, means or resources for the prosecution of any works, undertaking, projects or enterprises, render engineering, technical management and other skilled and other services to all types of industry or organisations in India or abroad including for office, advertising, marketing, business development, consulting engineers designers, surveyors, valuers, planners, advisors, inspectors, supervisors and to provide technical know how and render complete comprehensive service and industrial technique of factories, foundries, building, building yards, and other works.
6. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, brokers, factors, market makers and engineers of colour coated roofing sheets, trapezoidal roofing and cladding products, pre-painted galvanized steel sheets, pre-painted Alu-zinc steel sheets, tile profile roofing sheets, accessories and rain water systems, curved profiles, SDF screws, fibre sheets etc.
7. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters and other works of all types of ply board, particle boards, plywood, timber, lumber, hardwood, teak ply, sun mica sheets, windows, doors, wood pulp, sleepers, furniture and article including furniture and fixtures of all description made wholly or partly from wood and any other materials, including to carry on business as timber merchants, sawmill proprietors and timber growers and to buy, sell, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for tea chests, packing cases and commercial boards, plywood, decorative veneers, laminate boards, blackboards, composite boards, compressed boards, pressed boards, hard boards, ship boards, bent wood, moulded wood and articles of all kinds in the manufacture of which timber of wood is used.
8. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, and other works of all types of PVC/UPVC fabricated and extruded windows, doors, panels, profiles and sections and all type of plastics and PVC pipes, sections, containers, packing materials, printing of all sections and containers.
9. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s), to purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, farm houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within India and outside India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise, to purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents, decorators and surveyors, to purchase for resale and to trade in land and house and other

immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.

10. To carry on business of any kind of commodity/commodity products by any way/means of trading and hedging, to buy, sell, hold, deal in, add value, transfer or otherwise dispose of commodities and to carry on business of traders of all commodities, commodity related activities either physical or through exchanges.
11. To carry on in India or outside India, the business of marketing, branding, acting as consultant, commission agent, distributor, dealers, trader, stockiest, manufacturer, producer, sellers, buyers, importers, exporters, and other works of all types of dairy products, milk and milk products, infant milk products, packaged drinking water, food, beverages and bakeries items.
12. To carry on the businesses listed in clause 1 to 11 and any other products and services through franchisee, distributors, commission agents and its appointment, managing, administrating, terminating, revising, quality controlling, coordinating, upgrading technology, otherwise dealing with franchisee units and grant license to use Patents, Trademarks, Copyrights, Designs, geographical indications and other intellectual property rights developed and acquired to franchisee units, in India or abroad, whether on exclusive or non-exclusive basis by way of License User Agreement or otherwise and to earn in terms of royalty, commission or otherwise from such franchisees and others in connection of these activities which shall be beneficial either directly or indirectly.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Shareholders of the Company, be and is hereby accorded to substitute the title "Objects incidental or ancillary to the attainment of the main object" of the Memorandum of Association with the title "Matters which are necessary for Furtherance of Objects Stated in Clause III(A) Above" of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Shareholders of the Company, be and is hereby accorded for deletion of the existing Clause III(C)(1) to (44) i.e., "Other Objects" of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

4. ALTERATION OF LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Shareholders of the Company, be and is hereby accorded to substitute the existing Liability Clause (IV) of the Memorandum of Association of the Company with the following Clause (IV) of the Memorandum of Association of the Company:

The Clause (IV) of the Memorandum of Association of the Company is substituted as under:

"The liability of the members is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

5. INCREASE IN REMUNERATION OF MR. SATISH KUMAR AGARWAL, CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:

To consider and if thought fit, to pass the following as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Satish Kumar Agarwal (DIN-00005981), Chairman cum Managing Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

Sl. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,75,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		6,00,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

6. INCREASE IN REMUNERATION OF MR. SUNIL KUMAR AGARWAL, WHOLE TIME DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Sunil Kumar Agarwal (DIN- 00005973), Whole Time Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

SI. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,60,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,85,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

7. INCREASE IN REMUNERATION OF MR. SAURABH AGARWAL, WHOLE TIME DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Saurabh Agarwal (DIN-00005970), Whole Time Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

SI. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,25,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,50,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

8. INCREASE IN REMUNERATION OF MR. SACHIN AGARWAL, WHOLE TIME DIRECTOR OF THE COMPANY FOR THE PERIOD 1ST OCTOBER 2015 TO 31ST MARCH, 2017:

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provision of Articles of Association, adopted as above, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Sachin Agarwal (DIN- 01188710), Whole Time Director of the Company with effect from 01.10.2015 for the remaining tenure of his appointment i.e. upto 31.03.2017 in the following manner:

SI. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,25,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,50,000/- per month

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute, sign and file various forms, applications, documents, statement, returns and to take all the necessary steps to deal with the Ministry of Corporate Affairs or any officials / offices of the Ministry of Corporate Affairs, as may be required, to represent the Company before them and to take all the necessary steps in this regard."

By the order of the Board
For Kamdhenu Ispat Limited

Place: Gurgaon
Date: 7th November, 2015

Jogeswar Mohanty
Company Secretary
PAN: BDEPM0167L
ADDRESS: 11/40B,
3rd Floor, Tilak Nagar,
New Delhi-110018.

NOTES & GENERAL INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102 of the Act read with Rules setting out the material facts pertaining to the proposed resolutions and reasons thereof is annexed for your consideration along with the Postal Ballot Form for your requisite action.
2. The Notice of Postal Ballot (hereinafter referred to as 'the Notice') is being sent to all the members, whose names appear in the Register of Members / list of Beneficial Owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, the 4th December, 2015 and voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on that date.
3. The Board of Directors of the Company, at its meeting held on 7th November, 2015, has appointed Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi or failing him Mr. Rupesh Agarwal, Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
4. The Company has designated Mr. Satish Kumar Agarwal, Chairman cum Managing Director of the Company and Mr. Jogeswar Mohanty, Company Secretary of the Company as the persons responsible for the entire postal ballot process.
5. In compliance with Clause 35B of the Listing Agreement and provisions of Section 108 and Section 110 of the Act read with the Rule 20 and 22 of the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. Members desiring to opt for e-voting are requested to carefully read and follow the instructions on e-voting printed in this Notice. It must be noted that e-voting is optional.
6. In accordance with Rule 18 and 22 of the Rules, members who have registered their e-mail IDs with the Company or the Depositories, the Notice is being sent by e-mail and to other members by registered post along with the Postal Ballot Form.
7. Members have an option to cast their vote either through e-voting or through Postal Ballot Form. Members who have received the Notice by e-mail but willing to cast their vote through Postal Ballot Form may directly write to the Company at its registered office or may e-mail their request at investorgrievances@kamdhenuispat.com indicating their option to receive physical form. The Notice along with the Postal Ballot Form will be displayed on the Company's website www.kamdhenuispat.com during the entire period of voting for the information of all concerned.
8. Members should opt for only one mode of voting i.e., either by post or e-voting. In case Members cast their vote both by e-voting and post, then the vote cast by e-voting shall prevail and voting done by post shall be considered invalid.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours of 19.01.2016. The Scrutinizer shall scrutinize the ballots and submit his report to the Chairman of the Board of Directors on 22.01.2016.
10. The Chairman cum Managing Director, and in his absence the person authorized by him, shall announce the results of the Postal Ballot at the Registered Office of the Company on Friday, 22.01.2016 at 5.00 p.m. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolutions.
11. The results of said postal ballot along with the Scrutinizer's report will be communicated to BSE Limited and The National Stock Exchange of India Limited, where the equity shares of the Company are listed. The said results will be displayed on the Company's website www.kamdhenuispat.com and on the website of Karvy i.e. www.evoting.karvy.com.

Instructions for voting by Postal Ballot (in physical form)

- 1) You are requested to carefully read the instructions mentioned in the Postal Ballot Form before filling the same.
- 2) A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and mail it in the attached self addressed Prepaid Business Reply Envelope so as to reach the Scrutinizer, Karvy Computershare Pvt. Ltd., Unit- Kamdhenu Ispat Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 , before the close of working hours of 19.01.2016. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form may also be deposited personally.
- 3) The vote should be casted either in favour or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) mark in respect of the same vote in both the columns will render the form invalid. A shareholder need not use all his votes nor does he need to cast all his votes in the same way. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- 4) The Postal Ballot Form should be completed and signed by the shareholder. There will be one Postal Ballot Form for every folio/client id irrespective of the number of joint holders. In case of joint shareholding, this Form should be completed and signed by the first named shareholder and/or his attorney provided the Power of Attorney has been earlier registered with the Company. In the absence of the first named shareholder, the Form may be completed and signed by the next named shareholder. However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid. Voting rights in the postal ballot cannot be exercised by a proxy.
- 5) The person signing the Postal Ballot Form should sign as per the specimen signature registered with the Company.
- 6) In case of shares held by the companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization, together with the specimen signature(s) of the duly authorized signatories.
- 7) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Shareholders are requested to fill the Form in indelible ink and not in any erasable writing mode.
- 8) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer, and any extraneous paper found in such envelope may not reach the Company.
- 9) A shareholder may request for a duplicate Postal Ballot Form, if so required.
- 10) The Scrutinizer's decision on the validity of a postal ballot will be final.

Instructions for e-voting

1A. Members whose e-mail IDs are registered with the Company / Depository Participants, on receiving an e-mail from Karvy Computershare (P) Ltd., Registrar & Transfer Agent of the Company (**RTA**), can use by manner listed below:

- i) Launch internet browser by typing the [URL:https://evoting.karvy.com](https://evoting.karvy.com)
- ii) Enter the login credentials (i.e., **User ID and initial password as tabulated in the Ballot Form**). Your Folio No./ DPID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, Click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to compulsorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVENT" i.e. 2217.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the share held will not be counted under either head.
- viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolutions.
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID rupesh@cacsindia.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name: Kamdhenu Ispat Limited, EVENT NO.2217"

1B. Members receiving physical copy of the Notice for Postal Ballot by post [for Members whose e-mail IDs are not registered with the Company/Depository Participant(s)] should follow the steps detailed at Sub-clause (i) to (xii) under Clause (1A) above, to cast your vote.

2. The e-voting period commences on Monday, the 21st December, 2015 , at 9.00 A.M. and ends on Tuesday, the 19th January, 2016 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (record date), being Friday, 04.12.2015 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by physical ballot form.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date (record date), being Friday, the 04th day of December, 2015.
5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will prepare his report considering the votes casted by Postal Ballot in physical form and submit the same to the Chairman Cum Managing Director of the Company as detailed in NOTES & GENERAL INSTRUCTIONS.

EXPLANATORY STATEMENT

(Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, forming part of the accompanying Postal Ballot Notice)

Item no. 1

The Company has enlarged its business operations engaging multiple business activities, products and services. The Members may note that "ISPAT" word is generally associated with manufacturing iron related products etc., and using the word "ISPAT" in the name of the Company create a perception amongst the customers and general public that Company is only engaged in business of manufacturing of Ispat related items. Therefore Board of Directors in its meeting held on 07.11.2015 decided to change the name of Company from "Kamdhenu Ispat Limited" to "Kamdhenu Limited" subject to necessary approvals.

The Board of Directors recommends the Item Number 1 as a Special Resolution for your approval.

None of the directors and key managerial personnel of the Company or their relatives are concerned or interested either financial or otherwise except to the extent of their shareholding in the Company.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

Item no. 2

With the introduction of the Companies Act, 2013 (the Act), a number of existing Articles of Association of the Company are required to be amended to bring these in line with the provisions of the Act. In view of the above, it was considered appropriate to adopt an entirely new set of Articles of Association in place of existing Articles of Association, which are not only in compliance with the Act but are also in tune with the dynamics of business enabling the Company to take up all such activities which are otherwise permitted by the Act but cannot be taken up unless and otherwise permitted by the Articles.

The Board of Directors recommends the Item Number 2 as a Special Resolution for your approval.

None of the directors and key managerial personnel of the Company or their relatives are concerned or interested either financial or otherwise except to the extent of their shareholding in the Company.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

Item no. 3

In order to grow the existing business of the Company across different segments and in compliance with the provisions of the Companies Act, 2013 and other applicable provisions, if any, the Directors of your Company has approved the substitution of clause (III)(A) i.e. "Objects for which the company has been incorporated" & clause (III)(B) i.e. "Matters which are necessary for furtherance of objects stated in clause III (A)" and deletion of entire existing Clause (III)(C) i.e. "Other Objects" of the Memorandum of Association of the Company as mentioned above in Item No 3, subject to approval of Shareholders.

Your Directors are in the opinion that your Company would benefit immensely with aforesaid substitution and deletion in the existing "Object Clauses" of the Memorandum of Association of the Company and thus recommended Special Resolution listed in **Item No.3** for your consideration and approval.

None of the directors and key managerial personnel of the Company or their relatives are concerned or interested either financial or otherwise except to the extent of their shareholding in the Company.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

Item no. 4

In Compliance of the provisions of the Companies Act, 2013 and other applicable provisions, if any, the Board of Directors of your Company has approved the substitution of following Clause IV in place of the existing Clause IV under Liability Clause of Memorandum of Association of the Company, subject to approval of Shareholders by way of Special Resolution, as mentioned below:

Existing Clause IV	Proposed Clause IV
The liability of the members is limited.	The liability of the members is limited to the amount unpaid, if any, on the shares held by them.

For giving effect to the above, the Directors of your Company recommended Special Resolution listed in **Item No.4** for your consideration and approval.

None of the directors and key managerial personnel of the Company or their relatives are concerned or interested either financial or otherwise except to the extent of their shareholding in the Company.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

Item no. 5

The members of the Company had approved the appointment and remuneration of Mr. Satish Kumar Agarwal as Chairman cum Managing Director of the Company at the following remuneration vide the postal ballot process and the result of the postal ballot process was declared on 26.03.2014:

SI. No.	Term of Appointment	Salary & Perquisites
1.	01.04.2014 to 31.03.2017	Rs. 3,50,000 /- per month (including Perquisites of Rs. 25,000)

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Satish Kumar Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 07.11.2015 has revised the remuneration of Mr. Satish Kumar Agarwal to Rs. 6,00,000/- per month from 01.10.2015 to 31.03.2017 i.e for remaining tenure of his office as Chairman cum Managing Director, to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

Detail of Revised Remuneration:

SI. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,75,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		6,00,000/- per month

Except Mr. Satish Kumar Agarwal and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Resolution No. 5 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT 2013:**1. General Information:**

(a) Nature of Industry	Steel, Paint and Power Industry																		
(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.																		
(c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable																		
(d) Financial performance based on given indicators	The Company has achieved following sales turnover and net profit during the last five years: - <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2011-2012</td> <td>Rs. 4.03 Crores</td> <td>Rs. 518.70 Crores</td> </tr> <tr> <td>2010-2011</td> <td>Rs. 2.84 Crores</td> <td>Rs. 412.52 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2014-2015	Rs. 8.02 Crores	Rs. 1011.08 Crores	2013-2014	Rs. 5.95 Crores	Rs. 965.48 Crores	2012-2013	Rs. 4.81 Crores	Rs. 591.84 Crores	2011-2012	Rs. 4.03 Crores	Rs. 518.70 Crores	2010-2011	Rs. 2.84 Crores	Rs. 412.52 Crores
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2010-2011	Rs. 2.84 Crores	Rs. 412.52 Crores																	
(e) Foreign Investment or collaborations, if any	N.A																		

2. Information about the appointee:

Name	Satish Kumar Agarwal
Age	66 Years
Qualification	B.E(Mechanical)
Background Details	Mr. Satish Kumar Agarwal, aged 66 years, is founder and Promoter Director of the Company. He holds a degree in B.E(Mech.) (Gold Medalist) from Banaras Hindu University. He started his career in the year 1970 and has over 45 years of rich experience in various companies before incorporating Kamdhenu Spat Limited. He is the Managing Director of the Company since its incorporation and under his guidance the Company has grown manifold.
Experience	He has over 45 years of rich experience in Production, marketing, administration and had been overall in-charge of the various companies before incorporating Kamdhenu Spat Limited in the year 1994 to manufacture CTD / TMT Bars in Bhiwadi. (Raj).

Date of First Appointment in Board	12.09.1994
Shareholding in the Company	1281842 equity shares
Relationship with other directors, Key Managerial Personnel	Brother of Mr. Sunil Kumar Agarwal, Father of Mr. Saurabh Agarwal and Mr. Sachin Agarwal.
No. of Meeting of Board attended during the year	3
Directorship	Kamdhenu Overseas Limited Kamdhenu Paint Industries Limited KamdhenuConcast Limited KamdhenuInfradevelopers Limited
Membership of Committee	No
Chairmanship of Committee	CSR Committee Management Committee Borrowing Committee Share Transfer Committee
Past Remuneration	Rs. 3,50,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	Effectively manage the business of the Company in totality and ascertain continuous and sustained growth with improved performance enabling the organization to increase consumer satisfaction and commercial viability, Create strategic vision for the business that stems from organization's strength and builds on its competitive advantages, Create and work with the Board for overall direction and governance of the organization, establish basic priorities, ethical values, policies and attitudes that will transform the company from being a repeating culture into a learning culture; instill a sense of personal involvement and commitment to the strategic vision throughout the organization, act as Managing Director with a clear mandate to achieve expected / laid down standards of operational, financial and administrative performance of the Corporation, maintain standards of performance in terms of criteria such as customer services, product quality, technological leadership, market share and financial measures that will meet expectations of the investors, the Consumers and all other stake holders, maintain public relations with all stakeholders, Lead the Company so as to transform it into a platform for serving the consumers and attract investment. The appointee being one of the promoters of the Company and also by virtue of his placing with the Company funds in the form of equity with substantial stake is otherwise eligible to hold such office besides his suitability as an experienced person.
Remuneration Proposed	Increase in remuneration from Rs. 3,50,000/- per month to Rs. 6,00,000/- per month from 1 st October, 2015 till 31 st March, 2017.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Mr. Satish Kumar Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Satish Kumar Agarwal is one of the principal promoters of Kamdhenu Ispat Ltd. He is related to Mr. Saurabh Agarwal, Mr. Sachin Agarwal & Mr. Sunil Kumar Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a) Reasons of loss or inadequate profits	The Company has not been adequately profitable in last years because of on going slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.												
(b) Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one off incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.												
(c) Expected increase in productivity and profits in measurable terms	<table border="1"> <thead> <tr> <th></th> <th>Sales/Crores/Rs.</th> <th>PAT/Crores/Rs.</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>1077</td> <td>10</td> </tr> <tr> <td>2016-17</td> <td>1227</td> <td>14</td> </tr> <tr> <td>2017-18</td> <td>1467</td> <td>18</td> </tr> </tbody> </table>		Sales/Crores/Rs.	PAT/Crores/Rs.	2015-16	1077	10	2016-17	1227	14	2017-18	1467	18
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2015-16	1077	10											
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4. Disclosures : The Following Disclosures have been made in the Corporate Governance Report as and when required:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors
2. Details of fixed component and performance linked incentives along with performance criteria
1. Service contracts, notice period, severance fees
2. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

Item no. 6

The members of the Company had approved the appointment and remuneration of Mr. Sunil Kumar Agarwal as Whole Time Director of the Company at the following remuneration vide the postal ballot process and the result of the postal ballot process was declared on 26.03.2014:

SI. No.	Term of Appointment	Salary & Perquisites
1.	01.04.2014 to 31.03.2017	Rs. 3,45,000 /- per month (including Perquisites of Rs. 25,000)

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Sunil Kumar Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 07.11.2015 has revised the remuneration of Mr. Sunil Kumar Agarwal to Rs. 5,85,000/- per month from 01.10.2015 to 31.03.2017 i.e for remaining tenure of his office as Whole Time Director, to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

Detail of Revised Remuneration:

SI. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,60,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,85,000/- per month

Except Mr. Sunil Kumar Agarwal and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Resolution No. 6 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT 2013:**1. General Information:**

(a) Nature of Industry	Steel, Paint and Power Industry																		
(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.																		
(c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable																		
(d) Financial performance based on given indicators	<p>The Company has achieved sales turnover and net profit during the last five years which are as follows:-</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2011-2012</td> <td>Rs. 4.03 Crores</td> <td>Rs. 518.70 Crores</td> </tr> <tr> <td>2010-2011</td> <td>Rs. 2.84 Crores</td> <td>Rs. 412.52 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2014-2015	Rs. 8.02 Crores	Rs. 1011.08 Crores	2013-2014	Rs. 5.95 Crores	Rs. 965.48 Crores	2012-2013	Rs. 4.81 Crores	Rs. 591.84 Crores	2011-2012	Rs. 4.03 Crores	Rs. 518.70 Crores	2010-2011	Rs. 2.84 Crores	Rs. 412.52 Crores
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2010-2011	Rs. 2.84 Crores	Rs. 412.52 Crores																	
(e) Foreign Investment or collaborations, if any	N.A																		

2. Information about the appointee:

Name	Sunil Kumar Agarwal
Age	58 Years
Qualification	B.E.(Chemical)
Background Details	Mr. Sunil Kumar Agarwal, aged 58 years, is one of the promoter of Kamdhenu Ispat Limited. Having done his B.E. (Chemical) from H.B.T.I, Kanpur, Mr. Sunil Kumar Agarwal started his career as an entrepreneur and has gained rich experience in the production and commerce involving steel industry for over 31 years. He is heading the marketing department of the Company and he, visualizing the company's growth through franchisee arrangement, has been strategizing the franchisee alliance with the competent companies in the regional steel market. With his keen understanding of the market dynamics, he has been charting the growth of the Company in other business verticals across the country, to join "Kamdhenu" and gaining better market foothold in the construction industry.
Experience	Mr. Sunil Kumar Agarwal started his career as an entrepreneur and has gained rich experience in the production and commerce involving steel industry for over 31 years. He is heading the marketing department of the

	Company and he, visualizing the company's growth through franchisee arrangement, has been strategizing the franchisee alliance with the competent companies in the regional steel market
Date of First Appointment in Board	15.04.2007
Shareholding in the Company	1295292 equity shares
Relationship with other directors, Key Managerial Personnel	Brother of Mr. Satish Kumar Agarwal
No. of Meeting of Board attended during the year	2
Directorship	Kamdhenu Paint Industries Limited KamdhenuConcast Limited KamdhenuInfradevelopers Limited Kamdhenu Paints India Limited Kay2 Steel Limited
Membership of Committee	Audit Committee CSR Committee Management Committee Borrowing Committee Share Transfer Committee
Chairmanship of Committee	No
Past Remuneration	Rs. 3,45,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	The job of the Whole Time Director shall be to carry out day to day functions and shall be responsible for day to day operations, subject to control, superintendence and supervision by the Board. The appointee being one of the promoters of the Company and also by virtue of his placing with the Company funds in the form of equity with substantial stake is otherwise eligible to hold such office besides his suitability as an experienced person.
Remuneration Proposed	Increase in remuneration from Rs. 3,45,000/- per month to Rs. 5,85,000/- per month from 1 st October, 2015 till 31 st March, 2017.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Mr. Sunil Kumar Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Sunil Kumar Agarwal is one of the promoters of Kamdhenu Ispat Ltd. He is related to Mr. Satish Kumar Agarwal, Managing Director of the Company, Mr. Saurabh Agarwal & Mr. Sachin Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a) Reasons of loss or inadequate profits	The Company has not been adequately profitable in last years because of on going slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.												
(b)Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one off incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.												
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4. Disclosures : The Following Disclosures have been made in the Corporate Governance Report as and when required:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors
2. Details of fixed component and performance linked incentives along with performance criteria
3. Service contracts, notice period, severance fees
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

Item no. 7

The members of the Company had approved the appointment and remuneration of Mr. Saurabh Agarwal as Whole Time Director of the Company at the following remuneration vide the postal ballot process and the result of the postal ballot process was declared on 26.03.2014:

Sl. No.	Term of Appointment	Salary & Perquisites
1.	01.04.2014 to 31.03.2017	Rs. 3,25,000 /- per month (including Perquisites of Rs. 25,000)

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Saurabh Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 07.11.2015 has revised the remuneration of Mr. Saurabh Agarwal to Rs. 5,50,000/- per month from 01.10.2015 to 31.03.2017 i.e for remaining tenure of his office as Whole Time Director, to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013.

Detail of Revised Remuneration:

Sl. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,25,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,50,000/- per month

Except Mr. Saurabh Agarwal and his relatives none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Resolution No. 7 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT 2013:

1. General Information:

(a) Nature of Industry	Steel, Paint and Power Industry																		
(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.																		
(a) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable																		
(d) Financial performance based on given indicators	The Company has achieved sales turnover and net profit during the last five years which are as follows:- <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2011-2012</td> <td>Rs. 4.03 Crores</td> <td>Rs. 518.70 Crores</td> </tr> <tr> <td>2010-2011</td> <td>Rs. 2.84 Crores</td> <td>Rs. 412.52 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2014-2015	Rs. 8.02 Crores	Rs. 1011.08 Crores	2013-2014	Rs. 5.95 Crores	Rs. 965.48 Crores	2012-2013	Rs. 4.81 Crores	Rs. 591.84 Crores	2011-2012	Rs. 4.03 Crores	Rs. 518.70 Crores	2010-2011	Rs. 2.84 Crores	Rs. 412.52 Crores
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2010-2011	Rs. 2.84 Crores	Rs. 412.52 Crores																	
(e) Foreign Investment or collaborations, if any	N.A																		

2. Information about the appointee:

Name	Saurabh Agarwal
Age	41 Years
Qualification	B.E. (Mechanical)
Background Details	Mr. Saurabh Agarwal, aged 41 years, holds B.E. (Mechanical) degree from R.V. College of Engineering, Bangalore. He has been associated with Kamdhenu Ispat Limited since 1998 in different capacities and went on to become whole time director of the Company in 2003. He was instrumental in Company's backward integration through installation of induction furnace at the Company's plant. Due to his consistent efforts, today the company is discovering and using new process, designs and enabling technology to design products and services as per consumer's needs. Now he is also heading the paint division of the company.
Experience	He has been associated with Kamdhenu Ispat Limited since 1998 in different capacities and went on to become whole time director of the Company in 2003. He is having total experience of 17 years.
Date of First Appointment in Board	01.01.2013
Shareholding in the Company	576500 equity shares
Relationship with other directors, Key Managerial Personnel	Son of Mr. Satish Kumar Agarwal, Brother of Mr. Sachin Agarwal
No. of Meeting of Board attended during the year	3
Directorship	Kamdhenu Paint Industries Limited Kamdhenu Concast Limited Kamdhenu Infradevelopers Limited Kamdhenu Overseas Limited Kamdhenu Paints India Limited

Membership of Committee	Stakeholders Relationship Committee Management Committee Borrowing Committee Share Transfer Committee
Chairmanship of Committee	No
Past Remuneration	Rs. 3,25,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	The job of the Whole Time Director shall be to carry out day to day functions and shall be responsible for day to day operations, subject to control, superintendence and supervision by the Board. The appointee being one of the promoters of the Company and also by virtue of his placing with the Company funds in the form of equity with substantial stake is otherwise eligible to hold such office besides his suitability as an experienced person.
Remuneration Proposed	Increase in remuneration from Rs. 3,25,000/- per month to Rs. 5,50,000/- per month from 1 st October, 2015 till 31 st March, 2017.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed to Mr. Saurabh Agarwal is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Saurabh Agarwal is one of the promoters of Kamdhenu Ispat Ltd. He is related to Mr. Satish Kumar Agarwal, Managing Director of the Company, Mr. Sachin Agarwal & Mr. Sunil Kumar Agarwal, Whole Time Directors of the Company.

3. Other Information:

(a) Reasons of loss or inadequate profits	The Company has not been adequately profitable in last years because of on going slow down and impairment to the profit of the Company due to sales promotion expenses/schemes to establish new paint division of the Company in the market, the Company is not adequately profitable.												
(b)Steps taken or proposed to be taken for improvement	While the results of the Company were impacted by certain one off incidents, the business model of the Company continues to be strong and sustainable and will continue to derive profitability. The Company has taken appropriate steps to ensure profitability in future.												
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4. Disclosures : The Following Disclosures have been made in the Corporate Governance Report as and when required:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors
2. Details of fixed component and performance linked incentives along with performance criteria
3. Service contracts, notice period, severance fees
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

Item no. 8

The members of the Company had approved the appointment and remuneration of Mr. Sachin Agarwal as Whole Time Director of the Company at the following remuneration vide the postal ballot process and the result of the postal ballot process was declared on 26.03.2014:

SI. No.	Term of Appointment	Salary & Perquisites
1.	01.04.2014 to 31.03.2015	Rs. 3,25,000 /- per month (including Perquisites of Rs. 25,000)

Now, Looking at the scale of operations of the Company which has touched new heights and have increased manifold in the last years, the efforts and time of Mr. Sachin Agarwal which he has provided to the Company, the Board of Directors of the Company in their Board Meeting held on 07.11.2015has revised the remuneration of Mr. Sachin Agarwal to Rs. 5,50,000/- per month from 01.10.2015 to 31.03.2017 i.e for remaining tenure of his office as Whole Time Director, to make his remuneration compatible with the industry subject to the approval from the Shareholders or any other necessary approvals as per the provisions of the Companies Act, 2013

Detail of Revised Remuneration:

SI. No.	Particulars	Revised Remuneration
		Amount (In Rs.)
1.	Basic Salary	5,25,000/- per month
2.	Perquisites	25,000/- per month
Total Remuneration		5,50,000/- per month

Except Mr. Sachin Agarwal and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board recommends the Resolution No. 8 for approval of members as a Special Resolution.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 a.m. and 3:00 p.m. up to the date of declaration of result.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT 2013:

1. General Information:

(a) Nature of Industry	Steel, Paint and Power Industry																		
(b) Date or expected date of commencement of commercial production	The Company has already commenced its business activities.																		
(c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus	Not Applicable																		
(d) Financial performance based on given indicators	The Company has achieved sales turnover and net profit during the last five years which are as follows:- <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit</th> <th>Sales Turnover</th> </tr> </thead> <tbody> <tr> <td>2014-2015</td> <td>Rs. 8.02 Crores</td> <td>Rs. 1011.08 Crores</td> </tr> <tr> <td>2013-2014</td> <td>Rs. 5.95 Crores</td> <td>Rs. 965.48 Crores</td> </tr> <tr> <td>2012-2013</td> <td>Rs. 4.81 Crores</td> <td>Rs. 591.84 Crores</td> </tr> <tr> <td>2011-2012</td> <td>Rs. 4.03 Crores</td> <td>Rs. 518.70 Crores</td> </tr> <tr> <td>2010-2011</td> <td>Rs. 2.84 Crores</td> <td>Rs. 412.52 Crores</td> </tr> </tbody> </table>	Financial Year	Net Profit	Sales Turnover	2014-2015	Rs. 8.02 Crores	Rs. 1011.08 Crores	2013-2014	Rs. 5.95 Crores	Rs. 965.48 Crores	2012-2013	Rs. 4.81 Crores	Rs. 591.84 Crores	2011-2012	Rs. 4.03 Crores	Rs. 518.70 Crores	2010-2011	Rs. 2.84 Crores	Rs. 412.52 Crores
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(e) Foreign Investment or collaborations, if any	N.A																		

2. Information about the appointee:

Name	Sachin Agarwal
Age	38 Years
Qualification	
Background Details	Mr. Sachin Agarwal, aged 38 years, is a qualified engineer in Industrial Engineering & Management and also done Master in Business Administration (MBA) from United Kingdom. He started his career in the year 2002 with Kamdhenu Ispat Limited and became whole time director of the Company in 2007. He has over 13 years of experience in marketing, quality control.
Experience	He started his career in the year 2002 with Kamdhenu Ispat Limited and became whole time director of the Company in 2007. He has over 13 years of experience in marketing, quality control.
Date of First Appointment in Board	14.04.2007
Shareholding in the Company	673719 equity shares
Relationship with other directors, Key Managerial Personnel	Son of Mr. Satish Kumar Agarwal, Brother of Mr. Saurabh Agarwal
No. of Meeting of Board attended during the year	3
Directorship	Kamdhenu Overseas Limited Kamdhenu Concast Limited Kamdhenu Paints India Limited Kay2 Steel Limited
Membership of Committee	No
Chairmanship of Committee	No
Past Remuneration	Rs. 3,25,000/- Per Month
Recognition or Awards	The work done in discharge of his duties as Director has been recognized in the industry.
Job Profile and his suitability	The job of the Whole Time Director shall be to carry out day to day functions and shall be responsible for day to day operations, subject to control, superintendence and supervision by the Board. The appointee being one of the promoters of the Company and also by virtue of his placing with the Company funds in the form of equity with substantial stake is otherwise eligible to hold such office besides his suitability as an experienced person.
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By the order of the Board
For Kamdhenu Ispat Limited

Place: Gurgaon
Date: 7th November, 2015

Jogeswar Mohanty
Company Secretary
PAN: BDEPM0167L
ADDRESS: 11/40B,
3rd Floor, Tilak Nagar,
New Delhi-110018